

EXHIBIT 2

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

TQ DELTA, LLC,)	
)	
Plaintiff,)	C.A. No. 1:14-cv-00954-RGA
)	
v.)	JURY TRIAL DEMANDED
)	
ADTRAN, INC.,)	
)	
Defendant.)	

ADTRAN, INC.,)	C.A. No. 1:15-cv-00121-RGA
)	
Plaintiff,)	
)	JURY TRIAL DEMANDED
v.)	
)	
TQ Delta, LLC,)	
)	
Defendant.)	

DEFENDANT ADTRAN, INC.'S LICENSING PROFFER

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Counterclaim Defendant ADTRAN, Inc.*

By the late 2000s, Lantiq was Aware's only meaningful customer for DSL designs.

Aware's DSL design business was not viable on its own, and Aware agreed to sell it to Lantiq.

Lantiq bought Aware's DSL chip technology business in 2009 under an Asset Purchase Agreement. That technology included the DSL Technology for the Vinax Rev2 (also known as Vinax V2). As part of the Asset Purchase Agreement, Lantiq entered into a license to all of Aware's patents for the DSL technology it acquired from Aware under the license agreements, as well as any appendices, optional features, modifications, and enhancements associated with those standards. The license was not limited to the DSL standards as they existed at the time the agreement was signed. The DSL technology acquired from Aware included the retransmission functionality that Aware developed for Lantiq to be used in conjunction with ADSL2, ADSL2+ or VDSL2 before the acquisition.

Most of Aware's DSL engineers became Lantiq employees, and Lantiq continued to develop the DSL technology it acquired from Aware including the retransmission functionality that Aware designed to be used in conjunction with ADSL2, ADSL2+ or VDSL2.

In the 2009 Asset Purchase Agreement, Aware represented to Lantiq that, with the sale of its DSL business and accompanying 2009 License Agreement, it had conveyed to Lantiq all of the rights it needed to continue that business. Aware did not list retransmission or G.inp as an excluded asset in the 2009 Asset Purchase Agreement.

The 2009 License Agreement accompanying the 2009 Asset Purchase Agreement gave Lantiq the right to use and continue to develop the DSL technology Lantiq acquired from Aware in their decade long relationship. Michael Tzannes testified that the 2009 License Agreement gave Infineon the right to build and sell DSL chips based on the Aware technology that they bought

from Aware, but he didn't know whether Aware did development work for Infineon (Lantiq's predecessor) on G.inp technology. The 2009 License Agreement treated products that combined VDSL technology with other acquired technologies as licensed under the VDSL2 license. Aware never indicated to Lantiq that it intended to exclude any of the technology developed for Lantiq from the License Agreements.

Through a long series of license agreements, restatements and amendments to those agreements (collectively "License Agreements"), Lantiq and its predecessor Infineon (collectively "Lantiq" below) developed ADSL, ADSL2, ADSL2+, VDSL and VDSL2 products for and with Aware. Lantiq and Aware would agree on the DSL Technology to be developed, the deadlines for deliverables and the amount Aware would be paid for the delivery of the DSL technology and those agreements are reflected in the License Agreements. Many of these License Agreements include statements of work that identify the specific deliverables Aware provided to Lantiq, milestones and the nonrecurring engineering fees paid to Aware upon completion of that work, which are separate and apart from the running royalties for chips subsequently manufactured using that work.

In these License Agreements, Lantiq contracted with Aware to provide the digital cores for Lantiq ADSL, ADSL2, ADSL2+, VDSL, and VDSL2 chipsets based on proposed and promulgated ITU standards. The Vinax V2 and Vinax V3 chipsets are VDSL2 chipset used in the accused ADTRAN products and were derived from the digital cores Lantiq developed by Aware.

The statements of work in the license agreements specifically provided for Aware to develop retransmission functionality (which was then being debated in the ITU) to be included in (used in conjunction with) the ADSL2, ADSL2+ and VDSL2 cores that Aware had already developed for Infineon/Lantiq. This retransmission technology was specifically designed for